

TCF**LEASING, INC.**

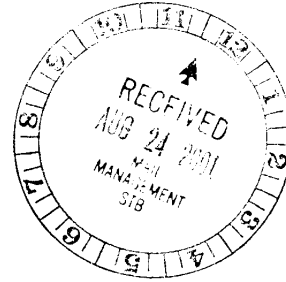
11100 Wayzata Blvd. Suite 801 Minnetonka, MN 55305

RECORDATION NO. 23625 FILED

August 22, 2001

AUG 27 '01

10:42 PM



SURFACE TRANSPORTATION BOARD

Surface Transportation Board
Recordation of Railroad Equipment
1925 K Street NW, Suite 704
Washington, D.C. 20423-0001

Dear Sir or Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of Memorandum of Railcar Lease Agreement dated as of August 16, 2001, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: TCF Leasing, Inc.
11100 Wayzata Boulevard, Suite 801
Minnetonka, Minnesota 55305
Phone: 952/656-5080

Lessee: Strata Corporation
728 Red Dot Place
Grand Forks, North Dakota 58208
Phone: 701/746-7491

The enclosed Memorandum of Railcar Lease Agreement cover thirty-six (36) Bethlehem 3350 cubic foot, 4-pocket, open top hopper railcars #'s BGSX 122610 through BGSX 122645. A short summary of the document to appear in the index follows: "Memorandum of Lease between TCF Leasing, Inc., as Lessor, and Strata Corporation, as Lessee covering twenty (20) Greenville 2-Pocket, 268,000lb Ballast Railcars. The Railcars are marked with the BGSX reporting mark and numbered as follows: 122610, 122611, 122612, 122613, 122614, 122615, 122616, 122617, 122618, 122619, 122620, 122621, 122622, 122623, 122624, 122625, 122626, 122627, 122628, 122629, 122630, 122631, 122632, 122633, 122634, 122635, 122636, 122637, 122638, 122639, 122640, 122641, 122642, 122643, 122644, 122645.

Enclosed is our check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 952/656-3217.

Sincerely,

Lucy Stearns
Assistant Vice President

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 16, 2001 by and between TCF Leasing, Inc., a Minnesota Corporation ("Lessor") and Strata Corporation, a North Dakota Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Lease Agreement dated August 16, 2001 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Equipment Schedule No. 5145-103 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the Thirty-six (36) Bethlehem 3350 cubic foot, 4-pocket, open top hopper railcars #'s BGSX 122610 through BGSX 122645, including all accessions and attachments, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: TCF Leasing, Inc.

By: *Nancy Sullivan*
Its: *Assistant Vice President*

Lessee: Strata Corporation

By: *[Signature]*
Its: *President*

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STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

AUG 27 2001

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SURFACE TRANSPORTATION BOARD

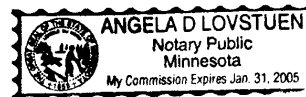
On this 22 day of August, 2001, before me personally appeared to me personally known, who being by me duly sworn, says that he/she is a AVP of TCF Leasing, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Witness my hand
and Official Seal:

Angela D Lovstuen

Notary Public

My Commission expires:



STATE OF North Dakota, COUNTY OF Grand Forks TO WIT:

On this 17th day of August, 2001, before me personally appeared James Bonds to me personally known, who being by me duly sworn, says that he is the President of Strata Corporation, a North Dakota corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Witness my hand
and Official Seal:

Michele Leddige

Notary Public

My Commission expires:

